

**NORFOLK SOUTHERN CORPORATION**

LAW DEPARTMENT

THREE COMMERCIAL PLACE  
NORFOLK, VIRGINIA 23510-9241  
757 - 629 - 2634  
FACSIMILE - 2607

WILLIAM A. NOELL, JR.  
CORPORATE COUNSEL

June 24, 1999

HAND DELIVERY

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW, Room 711  
Washington, DC 20423

RECORDATION NO.

FILED

JUN 24 '99

2-45PM

22096-A

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301 and the Board's Rules, I submit herewith for recording with the Board fifteen (15) original counterparts, properly executed and acknowledged, of the document described below. I request that fourteen (14) of the counterparts (bearing the Board's stamped evidence of recordation) be returned to the person hand-delivering the counterparts for filing.

This document is an amendment, dated as of June 21, 1999, to Schedule A of the Equipment Trust Agreement, dated as of April 1, 1999, that was filed with the Board on April 7, 1999, and **assigned Recordation Number 22096**. The names and addresses of the parties to this document are:

**TRUSTEE/LESSOR:**

The First National Bank of Maryland,  
a division of FMB Bank  
25 South Charles Street - MC 101-591  
16 Floor - Corporate Trust Administration  
Baltimore, Maryland 21201

**LESSEE/GUARANTOR:**

Norfolk Southern Railway Company  
Three Commercial Place  
Norfolk, Virginia 23510-2191

The equipment covered by this document is described in Schedule A hereto.

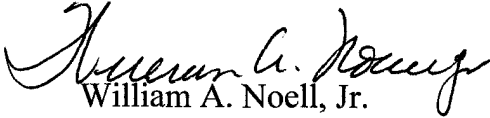
A brief summary of this document - for use in the index follows:

Amendment, dated as of June 21, 1999, to Schedule A of the Equipment Trust Agreement, dated as of April 1, 1999, between The First National Bank of Maryland, a division of FMB Bank, 25 South Charles Street - MC 101-591, 16 Floor - Corporate Trust Administration, Baltimore, Maryland 21201, as Trustee/Lessor, and Norfolk Southern Railway Company, Three Commercial Place, Norfolk, Virginia 23510-2191, as Lessee/Guarantor.

The recordation fee of \$26.00 (49 C.F.R. § 1002.2(f)(83)) will be paid by the person hand-delivering the counterparts, to whom the unused, stamped counterparts and the extra copies of this transmittal letter are to be returned.

Please acknowledge receipt on the enclosed copies of this letter.

Sincerely yours,

  
William A. Noell, Jr.

cc: The First National Bank of Maryland  
Attention: Mr. Brown/Corporate Trust Administration

Mr. R. E. Sink

**Schedule A**

Description of Trust Equipment

<u>Number of Units</u>	<u>Description</u>	<u>AAR Mechanical</u>	<u>NS Road Numbers</u>
70	DASH 9-40CW Diesel- Electric Locomotives (General Electric Company)	C-C	NS 9284-9309, incl. NS 9351-9394, incl..
200	Single-Cradle Covered Coil Cars (National Steel Car Limited)	GBSR	NS164800- 164999, incl.
170	Auto Parts Boxcars (Greenbrier Companies)	A606	NS471250- 4714192, incl.

**NORFOLK SOUTHERN RAILWAY  
EQUIPMENT TRUST, SERIES J**

RECORDATION NO.

22096-A  
FILED

JUN 24 '99

2-45PM

This Agreement, dated as of June 21, 1999 ("Agreement"), between THE FIRST NATIONAL BANK OF MARYLAND, a division of FMB Bank, as trustee ("Trustee"), and NORFOLK SOUTHERN RAILWAY COMPANY, a corporation duly organized and existing under the laws of the Commonwealth of Virginia ("Company"):

**WITNESSETH**

WHEREAS, Trustee and Company entered into an Equipment Trust Agreement, dated as of April 1, 1999 ("Trust Agreement"), which provided for issue of up to \$100,000,000 in trust certificates (in any aggregate amount, "Certificates"), and to which was appended as "Schedule A" a list identifying the equipment to be acquired to and to become subject to Norfolk Southern Railway Equipment Trust, Series J ("Series J Trust") created by and pursuant to the Trust Agreement;

WHEREAS, the Trust Agreement was filed with the Surface Transportation Board ("STB") pursuant to 49 U.S.C. § 11301 and was assigned Recordation Number **22096**;

WHEREAS, the parties wish (a) to record and memorialize that the corporate name of the Trustee may have been changed prior to closing the sale of the Certificates authorized under the Trust Agreement, and (b) to amend Schedule A to the Trust Agreement by identifying certain additional equipment that is to become subject to the Series J Trust;


NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein, the adequacy and sufficiency of which are mutually acknowledged, Trustee and Company hereby agree as follows:

1. For all requisite purposes of the Trust Agreement, of the Series J Trust and of the Certificates -- and without the need for further act or deed by any party hereto or by any purchaser of the Certificates -- on, and from and after, the date on which the Trustee lawfully changes its corporate name to "Allfirst Bank," all references to "Trustee" or to "The First National Bank of Maryland, a division of FMB Bank" appearing in any necessary documents heretofore or hereafter entered into between Company and Trustee shall be understood to refer to and to mean "Allfirst Bank"; and
2. Schedule A to the Trust Agreement (a) is amended by adding certain equipment that is to be subject to the trust; and (b) is replaced in its entirety by the Schedule A that is attached hereto as Appendix 1 and hereafter shall be deemed to be the Schedule A that is referred to in the Trust Agreement, as on file with the STB on the date this Agreement is recorded with the STB;

3. Company shall cause this Agreement, or an appropriate memorandum thereof, to be recorded promptly with the STB in accordance with the provisions of Section 6.4 of the Trust Agreement; and
4. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts -- without regard to number -- together shall constitute but a single instrument.

IN WITNESS WHEREOF, each of Trustee and Company has caused this Agreement to be executed, as of the date first above written, by an appropriate officer thereunto duly authorized.

THE FIRST NATIONAL BANK OF MARYLAND,  
A DIVISION OF FMB BANK (hereafter to become and  
thereafter to be known as "Allfirst Bank")

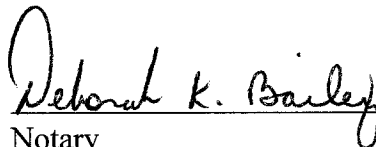
By   
Robert D. Brown, its Vice President

NORFOLK SOUTHERN RAILWAY COMPANY

By   
William J. Romig, its Vice President

State of Maryland     )  
                                  ) ss.:  
City of Baltimore     )

On this 22nd day of June, 1999, before me personally appeared Robert D. Brown, to me personally known, who being by me first duly sworn say he is a vice president of The First National Bank of Maryland, a division of FMB Bank (and on or about June 28, 1999, to become known as "Allfirst Bank"), that the foregoing instrument was signed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank


  
\_\_\_\_\_  
Notary

SEAL

My Commission Expires MY COMMISSION EXPIRES 4/13/02

Commonwealth of Virginia     )  
  ) ss.:  
City of Norfolk                     )

On this 21st day of June, 1999, before me personally appeared William J. Romig, to me personally known, who being by me first duly sworn say he is a vice president of Norfolk Southern Railway Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary

SEAL

My Commission Expires MARCH 31, 2002

**SCHEDULE A**

Description of Trust Equipment

<u>Number of Units</u>	Description	<b>NS</b> <u>Road Numbers</u>
70	DASH 9-40CW Diesel- Electric Locomotives (General Electric Company)	<b>NS 9284-9309, incl. NS 9351-9394, incl.</b>
200	Single-Cradle Covered Coil Cars (National Steel Car Limited)	<b>NS 164800- 164999, incl.</b>
170	60' Auto Parts Boxcars (Greenbrier Companies)	<b>NS 471250 - 471419, incl.</b>